

House _____ Amendment NO. _____

Offered By

1 AMEND Senate Committee Substitute for Senate Bill No. 106, Page 3, Section 324.007, Line 23, by
2 inserting after all of said section the following:

3 "347.179. 1. The secretary shall charge and collect:

4 (1) For filing the original articles of organization, a fee of one hundred dollars;

5 (2) For filing the original articles of organization online, in an electronic format prescribed
6 by the secretary of state, a fee of forty-five dollars;

7 (3) Applications for registration of foreign limited liability companies and issuance of a
8 certificate of registration to transact business in this state, a fee of one hundred dollars;

9 (4) Amendments to and restatements of articles of limited liability companies to application
10 for registration of a foreign limited liability company or any other filing otherwise provided for, a
11 fee of twenty dollars;

12 (5) Articles of termination of limited liability companies or cancellation of registration of
13 foreign limited liability companies, a fee of twenty dollars;

14 (6) For filing notice of merger or consolidation, a fee of twenty dollars;

15 (7) For filing a notice of winding up, a fee of twenty dollars;

16 (8) For issuing a certificate of good standing, a fee of five dollars;

17 (9) For a notice of the abandonment of merger or consolidation, a fee of twenty dollars;

18 (10) For furnishing a copy of any document or instrument, a fee of fifty cents per page;
19 (11) For accepting an application for reservation of a name, or for filing a notice of the
20 transfer or cancellation of any name reservation, a fee of twenty dollars;

21 (12) For filing a statement of change of address of registered office or registered agent, or
22 both, a fee of five dollars;

23 (13) For any service of notice, demand, or process upon the secretary as resident agent of a
24 limited liability company, a fee of twenty dollars, which amount may be recovered as taxable costs
25 by the party instituting such suit, action, or proceeding causing such service to be made if such party
26 prevails therein;

27 (14) For filing an amended certificate of registration a fee of twenty dollars; and

28 (15) For filing a statement of correction a fee of five dollars.

29 2. Fees mandated in subdivisions (1) and (2) of subsection 1 of this section and for
30 application of a reservation of a name in subdivision (11) of subsection 1 of this section shall be
31 waived when an organizer is listed as a member in the operating agreement of the limited liability
32 company and such organizer is a member of the Missouri National Guard or any other active duty

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military, resides in the state of Missouri, and verifiable proof is shown to the secretary of state of such service.

351.065. 1. No corporation shall be organized under the general and business corporation law of Missouri unless the persons named as incorporators shall at or before the filing of the articles of incorporation pay to the director of revenue three dollars for the issuance of the certificate and fifty dollars for the first thirty thousand dollars or less of the authorized shares of the corporation and a further sum of five dollars for each additional ten thousand dollars of its authorized shares, and no increase in the authorized shares of the corporation shall be valid or effectual unless the corporation has paid the director of revenue five dollars for each ten thousand dollars or less of the increase in the authorized shares of the corporation, and the corporation shall file a duplicate receipt issued by the director of revenue for the payments required by this section to be made with the secretary of state as is provided by this chapter for the filing of articles of incorporation; except that the requirements of this section to pay incorporation taxes and fees shall not apply to foreign railroad corporations which built their lines of railway into or through this state prior to November 21, 1943.

2. For the purpose of this section, the dollar amount of authorized shares is the par value thereof in the case of shares with par value and is one dollar per share in the case of shares without par value.

3. Fees mandated in subsection 1 of this section shall be waived when a majority shareholder, officer, or director of the organizing corporation is a member of the Missouri National Guard or any other active duty military, resides in the state of Missouri, and verifiable proof is shown to the secretary of state of such service.

354.150. 1. Every health services corporation subject to the provisions of sections 354.010 to 354.380 shall pay the following fees to the director for the administration and enforcement of the provisions of this chapter:

(1) For filing the declaration required on organization of each domestic company, two hundred fifty dollars;

(2) For filing statement and certified copy of charter required of foreign companies, two hundred fifty dollars;

(3) For filing application to renew certificate of authority, along with all required annual reports, including the annual statement, actuarial statement, risk-based capital report, report of valuation of policies or other obligations of assurance, and audited financial report of any company doing business in this state, one thousand five hundred dollars;

(4) For filing any paper, document, or report not filed under subdivision (1), (2), or (3) of this section but required to be filed in the office of the director, fifty dollars each;

(5) For affixing the seal of office of the director, ten dollars;

(6) For accepting each service of process upon the company, ten dollars.

2. Fees mandated in subdivision (1) of subsection 1 of this section shall be waived when a majority shareholder, officer, or director of the organizing corporation is a member of the Missouri National Guard or any other active duty military, resides in the state of Missouri, and verifiable proof is shown to the secretary of state of such service.

355.021. 1. The secretary of state shall collect the following fees when the documents

described in this subsection are delivered for filing:

- (1) Articles of incorporation, twenty dollars;
- (2) Application for reserved name, twenty dollars;
- (3) Notice of transfer of reserved name, two dollars;
- (4) Application for renewal of reserved name, twenty dollars;
- (5) Corporation's statement of change of registered agent or registered office or both, five dollars;
- (6) Agent's statement of change of registered office for each affected corporation, five dollars;
- (7) Agent's statement of resignation, five dollars;
- (8) Amendment of articles of incorporation, five dollars;
- (9) Restatement of articles of incorporation with amendments, five dollars;
- (10) Articles of merger, five dollars;
- (11) Articles of dissolution, five dollars;
- (12) Articles of revocation of dissolution, five dollars;
- (13) Application for reinstatement following administrative dissolution, twenty dollars;
- (14) Application for certificate of authority, twenty dollars;
- (15) Application for amended certificate of authority, five dollars;
- (16) Application for certificate of withdrawal, five dollars;
- (17) Corporate registration report filed annually, ten dollars if filed in a written format or five dollars if filed electronically in a format prescribed by the secretary of state;
- (18) Corporate registration report filed biennially, twenty dollars if filed in a written format or ten dollars if filed electronically in a format prescribed by the secretary of state;
- (19) Articles of correction, five dollars;
- (20) Certificate of existence or authorization, five dollars;
- (21) Any other document required or permitted to be filed by this chapter, five dollars.

2. The secretary of state shall collect a fee of ten dollars upon being served with process under this chapter. The party to a proceeding causing service of process is entitled to recover the fee paid the secretary of state as costs if the party prevails in the proceeding.

3. The secretary of state shall collect the following fees for copying and certifying the copy of any filed document relating to a domestic or foreign corporation: in a written format fifty cents per page plus five dollars for certification, or in an electronic format five dollars for certification and copies.

4. Fees mandated in subdivisions (1) and (2) of subsection 1 of this section shall be waived when an initial officer or director of the nonprofit corporation includes a member of the Missouri National Guard or any other active duty military, resides in the state of Missouri, and verifiable proof is shown to the secretary of state of such service.

357.060. 1. For incorporation under this chapter as herein provided, there shall be paid to and collected by the state director of revenue a fee of fifty dollars for the first fifty thousand dollars or less of capital stock, and the further sum of five dollars for each additional ten thousand dollars of its capital stock. The limitation upon the aggregate amount of capital stock shall be the same as in

1 respect to other corporations.

2 2. Fees mandated in subsection 1 of this section shall be waived when the association of
3 persons signing the written articles of association and agreement includes a member of the Missouri
4 National Guard or any other active duty military, resides in the state of Missouri, and verifiable proof
5 is shown to the secretary of state of such service.

6 358.440. 1. To register as a limited liability partnership pursuant to this section, a written
7 application shall be filed with the office of the secretary of state. The application shall set forth:

- 8 (1) The name of the partnership;
9 (2) The address of a registered office and the name and address of a registered agent for
10 service of process required to be maintained by section 358.470;
11 (3) The number of partners in the partnership at the date of application;
12 (4) A brief statement of the principal business in which the partnership engages;
13 (5) That the partnership thereby applies for registration as a registered limited liability
14 partnership; and

15 (6) Any other information the partnership determines to include in the application.

16 2. The application shall be signed on behalf of the partnership by a majority of the partners
17 or by one or more partners authorized by a majority in interest of the partners to sign the application
18 on behalf of the partnership.

19 3. The application shall be accompanied by a fee payable to the secretary of state of
20 twenty-five dollars for each partner of the partnership, but the fee shall not exceed one hundred
21 dollars. All moneys from the payment of this fee shall be deposited into the general revenue fund.

22 4. A person who files a document according to this section as an agent or fiduciary need not
23 exhibit evidence of the partner's authority as a prerequisite to filing. Any signature on such
24 document may be a facsimile. If the secretary of state finds that the filing conforms to law, the
25 secretary of state shall:

- 26 (1) Endorse on the copy the word "Filed" and the month, day and year of the filing;
27 (2) File the original in the secretary of state's office; and
28 (3) Return the copy to the person who filed it or to the person's representative.

29 5. A partnership becomes a registered limited liability partnership on the date of the filing in
30 the office of the secretary of state of an application that, as to form, meets the requirements of
31 subsections 1 and 2 of this section and that is accompanied by the fee specified in subsection 3 of this
32 section, or at any later time specified in the application.

33 6. An initial application filed under subsection 1 of this section by a partnership registered
34 by the secretary of state as a limited liability partnership expires one year after the date of
35 registration unless earlier withdrawn or revoked or unless renewed in accordance with subsection 9
36 of this section.

37 7. If a person is included in the number of partners of a registered limited liability
38 partnership set forth in an application, a renewal application or a certificate of amendment of an
39 application or a renewal application, the inclusion of such person shall not be admissible as evidence
40 in any action, suit or proceeding, whether civil, criminal, administrative or investigative, for the
41 purpose of determining whether such person is liable as a partner of such registered limited liability

1 partnership. The status of a partnership as a registered limited liability partnership and the liability
2 of a partner of such registered limited liability partnership shall not be adversely affected if the
3 number of partners stated in an application, a renewal application or a certificate of amendment of an
4 application or a renewal application is erroneously stated provided that the application, renewal
5 application or certificate of amendment of an application or a renewal application was filed in good
6 faith.

7 8. Any person who files an application or a renewal application in the office of the secretary
8 of state pursuant to this section shall not be required to file any other documents pursuant to chapter
9 417 which requires filing for fictitious names.

10 9. An effective registration may be renewed before its expiration by filing in duplicate with
11 the secretary of state an application containing current information of the kind required in an initial
12 application, including the registration number as assigned by the secretary of state. The renewal
13 application shall be accompanied by a fee of one hundred dollars on the date of renewal plus, if the
14 renewal increases the number of partners, fifty dollars for each partner added, but the fee shall not
15 exceed two hundred dollars. All moneys from such fees shall be deposited into the general revenue
16 fund. A renewal application filed under this section continues an effective registration for one year
17 after the date the effective registration would otherwise expire.

18 10. A registration may be withdrawn by filing with the secretary of state a written
19 withdrawal notice signed on behalf of the partnership by a majority of the partners or by one or more
20 partners authorized by a majority of the partners to sign the notice on behalf of the partnership. A
21 withdrawal notice shall include the name of the partnership, the date of registration of the
22 partnership's last application under this section, and a current street address of the partnership's
23 principal office in this state or outside the state, as applicable. A withdrawal notice terminates the
24 registration of the partnership as a limited liability partnership as of the date of filing the notice in the
25 office of the secretary of state. The withdrawal notice shall be accompanied by a filing fee of twenty
26 dollars.

27 11. If a partnership that has registered pursuant to this section ceases to be registered as
28 provided in subsection 6 or 10 of this section, that fact shall not affect the status of the partnership as
29 a registered limited liability partnership prior to the date the partnership ceased to be registered
30 pursuant to this section.

31 12. A document filed under this section may be amended or corrected by filing with the
32 secretary of state articles of amendment, signed by a majority of the partners or by one or more
33 partners authorized by a majority of the partners. The articles of amendment shall contain:

- 34 (1) The name of the partnership;
35 (2) The identity of the document being amended;
36 (3) The part of the document being amended; and
37 (4) The amendment or correction.
38

39 The articles of amendment shall be accompanied by a filing fee of twenty dollars plus, if the
40 amendment increases the number of partners, fifty dollars for each partner added, but the fee shall
41 not exceed two hundred dollars; provided that no amendment of an application or a renewal

1 application is required as a result of a change after the application or renewal application is filed in
2 the number of partners of the registered limited liability partnership or in the business in which the
3 registered limited liability partnership engages. All moneys from such fees shall be deposited into
4 the general revenue fund. The status of a partnership as a registered limited liability partnership
5 shall not be affected by changes after the filing of an application or a renewal application in the
6 information stated in the application or renewal application.

7 13. No later than ninety days after the happening of any of the following events, an
8 amendment to an application or a renewal application reflecting the occurrence of the event or events
9 shall be executed and filed by a majority in interest of the partners or by one or more partners
10 authorized by a majority of the partners to execute an amendment to the application or renewal
11 application:

12 (1) A change in the name of the registered limited liability partnership;

13 (2) Except as provided in subsections 2 and 3 of section 358.470, a change in the address of
14 the registered office or a change in the name or address of the registered agent of the registered
15 limited liability partnership.

16 14. Unless otherwise provided in this chapter or in the certificate of amendment of an
17 application or a renewal application, a certificate of amendment of an application or a renewal
18 application or a withdrawal notice of an application or a renewal application shall be effective at the
19 time of its filing with the secretary of state.

20 15. The secretary of state may provide forms for the application specified in subsection 1 of
21 this section, the renewal application specified in subsection 9 of this section, the withdrawal notice
22 specified in subsection 10 of this section, and the amendment or correction specified in subsection 12
23 of this section.

24 16. The secretary of state may remove from its active records the registration of a
25 partnership whose registration has been withdrawn, revoked or has expired.

26 17. The secretary of state may revoke the filing of a document filed under this section if the
27 secretary of state determines that the filing fee for the document was paid by an instrument that was
28 dishonored when presented by the state for payment. The secretary of state shall return the
29 document and give notice of revocation to the filing party by regular mail. Failure to give or receive
30 notice does not invalidate the revocation. A revocation of a filing does not affect an earlier filing.

31 18. If any person signs a document required or permitted to be filed pursuant to sections
32 358.440 to 358.500 which the person knows is false in any material respect with the intent that the
33 document be delivered on behalf of a partnership to the secretary of state for filing, such person shall
34 be guilty of a class A misdemeanor. Unintentional errors in the information set forth in an
35 application filed pursuant to subsection 1 of this section, or changes in the information after the
36 filing of the application, shall not affect the status of a partnership as a registered limited liability
37 partnership.

38 19. Before transacting business in this state, a foreign registered limited liability partnership
39 shall:

40 (1) Comply with any statutory or administrative registration or filing requirements
41 governing the specific type of business in which the partnership is engaged; and

(2) Register as a limited liability partnership as provided in this section by filing an application which shall, in addition to the other matters required to be set forth in such application, include a statement:

(a) That the secretary is irrevocably appointed the agent of the foreign limited liability partnership for service of process if the limited liability partnership fails to maintain a registered agent in this state or if the agent cannot be found or served with the exercise of reasonable diligence; and

(b) Of the address of the office required to be maintained in the jurisdiction of its organization by the laws of that jurisdiction or, if not so required, of the principal office of the foreign limited liability partnership.

20. A partnership that registers as a limited liability partnership shall not be deemed to have dissolved as a result thereof and is for all purposes the same partnership that existed before the registration and continues to be a partnership under the laws of this state. If a registered limited liability partnership dissolves, a partnership which is a successor to such registered limited liability partnership and which intends to be a registered limited liability partnership shall not be required to file a new registration and shall be deemed to have filed any documents required or permitted under this chapter which were filed by the predecessor partnership.

21. Fees mandated in subsection 3 of this section shall be waived when a general partner of the partnership is a member of the Missouri National Guard or any other active duty military, resides in the state of Missouri, and verifiable proof is shown to the secretary of state of such service.

359.651. 1. The secretary of state shall charge the fee specified for filing the following:

(1) Certificates of limited partnership: One hundred dollars;

(2) Applications for registration of foreign limited partnerships and issuance of a certificate of registration to transact business in this state: One hundred dollars;

(3) Amendments to and restatements of certificates of limited partnerships or to applications for registration of foreign limited partnerships or any other filing not otherwise provided for: Twenty dollars;

(4) Cancellations of certificates of limited partnerships or of registration of foreign limited partnerships: Twenty dollars;

(5) A consent required to be filed under this chapter: Twenty dollars;

(6) A change of address of registered agent, or change of registered agent, or both: Five dollars;

(7) A partner list: One dollar each page;

(8) Reservation of name: Twenty dollars;

(9) Rescission fee: One hundred dollars.

2. Fees mandated in subdivision (1) of subsection 1 of this section shall be waived when a general partner of the partnership is a member of the Missouri National Guard or any other active duty military, resides in the state of Missouri, and verifiable proof is shown to the secretary of state of such service.

394.250. 1. There shall be charged and collected for:

- 1 (1) Filing articles of incorporation, ten dollars;
- 2 (2) Filing articles of amendment, one dollar;
- 3 (3) Filing articles of consolidation or merger, ten dollars;
- 4 (4) Filing articles of conversion, ten dollars;
- 5 (5) Filing certificate of election to dissolve, one dollar;
- 6 (6) Filing articles of dissolution, two dollars; and
- 7 (7) Filing certificate of change of principal office, two dollars.

8 2. All fees shall be made payable to and collected by the state director of revenue.

9 3. Fees mandated in subdivision (1) of subsection 1 of this section shall be waived when an
10 initial member of the cooperative includes a member of the Missouri National Guard or any other
11 active duty military, resides in the state of Missouri, and verifiable proof is shown to the secretary of
12 state of such service.

13 417.220. 1. For the registration or renewal of each fictitious name under sections 417.200 to
14 417.230 there shall be paid to the state director of revenue a fee of two dollars if filed electronically
15 in a format prescribed by the secretary of state or if filed in a written format prescribed by the
16 secretary of state.

17 2. Fees mandated in subsection 1 of this section shall be waived when a party owning any
18 interest or part in the business is a member of the Missouri National Guard or any other active duty
19 military, resides in the state of Missouri, and verifiable proof is shown to the secretary of state of
20 such service."; and

21
22 Further amend said bill by amending the title, enacting clause, and intersectional references
23 accordingly.